

FILED
U.S. DISTRICT COURT
EASTERN DISTRICT OF TEXAS
SEP 12 2000
DAVID L. MALAND, CLERK
BY
DEPUTY

Plaintiff,

V.

CIVIL ACTION NO. 6:00-CV442
HONORABLE JOHN T. WARD

Defendants and Third-Party Plaintiffs,

V.

Third-Party Defendants.

TO THE HONORABLE JUDGE OF SAID COURT:

1. With respect to allegations in paragraph I, Jefferson Pilot admits the allegations pertaining to Jefferson Pilot and states that it is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations.

2. With respect to allegations in paragraph II, Jefferson Pilot admits Plaintiffs' Original Petition makes many vague, broad and wide ranging allegations, states that it is without knowledge or

information sufficient to form a belief as to the truth of Plaintiffs' allegations against Third-Party Plaintiffs, and denies the allegations against Jefferson Pilot.

3. With respect to allegations in paragraph III, Jefferson Pilot admits the allegations pertaining to ERISA and states that it is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations.

4. With respect to allegations in paragraph IV, Jefferson Pilot denies Third-Party Plaintiffs are entitled to contribution and/or indemnity, denies Jefferson Pilot is liable for any alleged overpayments, denies Third-Party Plaintiffs are entitled to any recovery from Jefferson Pilot, and states that it is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations.

5. With respect to allegations in paragraph V, Jefferson Pilot denies Third-Party Plaintiffs are entitled to declaratory judgment relief, and states that it is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations.

6. With respect to Plaintiffs' Prayer in paragraph VI, Jefferson Pilot denies each and every request in said paragraph.

7. Jefferson Pilot denies all allegations not specifically admitted.

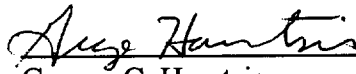
AFFIRMATIVE DEFENSES

8. Third-Party Plaintiffs' state law claims are preempted by ERISA.

PRAYER

WHEREFORE PREMISES CONSIDERED, Jefferson Pilot prays that Third-Party Plaintiffs take nothing by their action, that Jefferson Pilot be dismissed without liability, that Jefferson Pilot be awarded its costs and attorneys' fees, and that Jefferson Pilot have such other relief to which it is justly entitled.

Respectfully submitted,



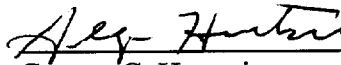
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ATTORNEY FOR JEFFERSON PILOT LIFE-AMERICA
INSURANCE COMPANY

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing document was served via certified mail, return-receipt requested, on all known counsel of record listed on the attached Service List, on this the 11 day of September, 2000.



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